

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)

) Case No. 22-10602 (JKS)
) (Jointly Administered)
)

) **Obj. Deadline: September 5, 2023 at 4:00pm**
)

**SUMMARY COVER SHEET TO THE FOURTH INTERIM FEE APPLICATION OF
FTI CONSULTING, INC., FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD APRIL 1, 2023 THROUGH JUNE 30, 2023**

Name of Applicant:

FTI Consulting, Inc.

Authorized to provide professional
services to:

Official Committee of Unsecured Creditors

Date of Retention:

September 15, 2022 effective as of July 26,
2022

Period for which compensation
and reimbursement are sought:

April 1, 2023 through June 30, 2023

Amount of compensation sought as
actual, reasonable, and necessary:

\$52,870.50

Amount of expense reimbursement
sought as actual, reasonable, and necessary:

\$1,534.03

This is an: ___ monthly X interim ___ final application.

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

**SUMMARY OF MONTHLY FEE APPLICATIONS FILED
DURING THE INTERIM PERIOD
APRIL 1, 2023 – JUNE 30, 2023**

			REQUESTED		APPROVED/ APPROVAL SOUGHT		HOLDBACK REQUESTED 20%
DATE FILED	CNO Date	PERIOD COVERED	FEES	EXPENSES	FEES 80%	EXPENSES	FEES 20%
5/31/23 Dkt. 645	6/21/23 Dkt. 666	4/01/23 - 4/30/23	\$39,619.50	\$0.00	\$31,695.60	\$0.00	\$7,923.90
6/30/23 Dkt. 673	7/26/23 Dkt. 695	5/01/23 - 5/31/23	\$8,493.00	\$1,248.10	\$6,794.40	\$1,248.10	\$1,698.60
7/26/23 Dkt. 698	8/16/23 Dkt. 721	6/01/23 - 6/30/23	\$4,758.00	\$285.93	\$3,806.40	\$285.93	\$951.60
TOTAL			\$52,870.50	\$1,534.03	\$42,296.40	\$1,534.03	\$10,574.10

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Hours	Fees
Zucker, Clifford	Senior Managing Director	1,325	4.20	\$5,565.00
Ganti, Narendra	Managing Director	985	7.40	7,289.00
Eldred, John	Managing Director	965	5.40	5,211.00
Davis, Jackilyn	Senior Director	975	1.10	1,072.50
McDonnell, Chad	Director	610	4.10	2,501.00
Bader, Daniel	Senior Consultant	635	36.60	23,241.00
Park, Jacob	Senior Consultant	565	11.90	6,723.50
Hellmund-Mora, Marili	Manager	325	3.90	1,267.50
Grand Total			74.6	\$52,870.50

SUMMARY OF EXPENSES

CATEGORY	TOTAL
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Other	1,534.03
Total	\$1,534.03

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total	
		Hours	Fees
1	Current Operating Results & Events	1.5	\$1,477.50
2	Cash & Liquidity Analysis	7.7	6,466.50
4	Trade Vendor Issues	0.4	394.00
16	POR & DS - Analysis, Negotiation and Formulation	3.5	4,127.50
18	Potential Avoidance Actions & Litigation Matters	5.4	5,211.00
19	Case Management	1.0	985.00
21	General Meetings with Committee & Committee Counsel	0.8	890.00
24	Preparation of Fee Application	12.5	6,504.50
26	Tech Services and Imaging	41.8	26,814.50
Grand Total		74.6	\$52,870.50

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: AGWAY FARM & HOME SUPPLY, LLC. ¹ <div style="text-align: right;">Debtor.</div>)))))))	Chapter 11 Case No. 22-10602 (JKS) (Jointly Administered) Obj. Deadline: September 5, 2023 at 4:00pm
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**FOURTH INTERIM FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
APRIL 1, 2023 THROUGH JUNE 30, 2023**

This fourth interim fee application for compensation and reimbursement of expenses (the “Fee Application”) is filed by FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, “FTI”) requesting payment for services rendered and reimbursement of costs expended as financial advisor for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor (the “Debtor”) for the period of April 1, 2023 through June 30, 2023 (the “Application Period”). In support of this Fee Application, FTI respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction over this matter under 28 U.S.C. § 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2). Venue of this chapter 11 case in this district is proper under 28 U.S.C. §§ 1408 and 1409.

Background

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

2. On July 5, 2022 (the “Petition Date”), the Debtor filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor is continuing to operate their businesses and manage their properties and assets as debtor in possession.

3. On July 18, 2022 the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. At the formation meeting the Committee selected Pachulski Stang, Ziehl & Jones LLP as its counsel. On July 26, 2022, the Committee selected FTI Consulting, Inc. as its financial advisor. The Committee consists of the following six members:

- a. The Scotts Company, LLC;
- b. Animal Health International, Inc.;
- c. Wildlife Sciences, LLC;
- d. Capital Forrest Products;
- e. Hub Group, Inc.; and
- f. American Wood Fibers, Inc.

4. On September 15, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

5. On May 31, 2023, FTI filed the *Ninth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation of Services Rendered and Reimbursement of Expenses Incurred for the Period April 1, 2023 through April 30, 2023* [D.I. 645] (the “Ninth Monthly Fee Application”). There were no objections to the Ninth Monthly Fee Application and a *Certificate of No Objection* was filed on June 21, 2023 [D.I. 666].

6. On June 30, 2023, FTI filed the *Tenth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation of Services Rendered and Reimbursement of Expenses Incurred for the Period May 1, 2023 through May 31, 2023* [D.I. 673] (the “Tenth Monthly Fee Application”). There were no objections to the Tenth Monthly Fee Application and a *Certificate of No Objection* was filed on July 26, 2023 [D.I. 695].

7. On July 26, 2023, FTI filed the *Eleventh Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation of Services Rendered and Reimbursement of Expenses Incurred for the Period June 1, 2023 through June 30, 2023* [D.I. 698] (the “Eleventh Monthly Fee Application”). There were no objections to the Eleventh Monthly Fee Application and a *Certificate of No Objection* was filed on August 16, 2023 [D.I. 721].

Relief Requested

8. FTI submits this Fee Application pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* (the “Administrative Order”) [D.I. 367], and the Retention Order. By this Fee Application, FTI seeks interim allowance and payment of compensation for actual and necessary professional services rendered in the amount of \$52,870.50 and seeks the payment of expenses in the amount of \$1,534.03 during this Application Period in accordance with the terms of the Administrative Order.

9. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 74.6 hours.

10. Services rendered by each professional and paraprofessional during the Application Period, and detailed time entries throughout the Application Period, are attached hereto as **Exhibit A, Exhibit B, and Exhibit C.**

Actual and Necessary Costs and Expenses Incurred

11. FTI is requesting reimbursement of expenses in the amount of \$1,534.03 during the Application Period. FTI reserves the right to request, in subsequent fee periods, reimbursement of any additional expenses incurred during this Application Period, as such expenses may not have been captured in FTI's billing system on the date of this Fee Application.

Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules

12. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each professional, and a summary of hours and fees categorized by project code are attached. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2 and the Retention Order.

13. FTI submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of the Bankruptcy Code and Bankruptcy Rules.

14. No agreement or understanding exists between FTI and any other entity (other than shareholders or employees of FTI) for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

Notice

15. Notice of this Fee Application has been given to (i) the Debtor; (ii) the Debtor's counsel; (iii) the Office of the United States Trustee; and (iv) counsel to any statutory committee

appointed in these Chapter 11 cases. In light of the nature of the relief requested, the Committee submits that no further notice is required.

WHEREFORE, FTI respectfully requests an award of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$52,870.50 and expenses in the amount of \$1,534.03 for the Application Period pursuant to the Administrative Order; and such other and further relief that the Court deems just and proper.

Dated: August 24, 2023

FTI CONSULTING, INC

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC.

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Dated: August 24, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
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